

**United States Bankruptcy Court
Northern District of California**
Voluntary Petition

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| Name of Debtor (if individual, enter Last, First, Middle): Golden State Investments, LP | Name of Joint Debtor (Spouse) (Last, First, Middle): |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): None | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): EIN: 20-1426282 | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): |
| Street Address of Debtor (No. and Street, City, and State) 4900 Hopyard Road Suite 202 Pleasanton, CA | Street Address of Joint Debtor (No. and Street, City, and State) |
| ZIPCODE 94588 | ZIPCODE |
| County of Residence or of the Principal Place of Business: Contra Costa | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): | Mailing Address of Joint Debtor (if different from street address): |
| ZIPCODE | ZIPCODE |
| Location of Principal Assets of Business Debtor (if different from street address above): | |
| ZIPCODE | |

| | | |
|--|--|--|
| Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____ | Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other _____ Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code) | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) Debts are primarily consumer <input type="checkbox"/> debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts |
|--|--|--|

| | |
|--|---|
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 ----- Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes, in accordance with 11 U.S.C. § 1126(b). |
|--|---|

| | |
|--|---|
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | THIS SPACE IS FOR COURT USE ONLY |
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| | | | |
|---|---------------|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Golden State Investments, LP | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) | | | |
| Location Where Filed: NONE | Case Number: | Date Filed: | |
| Location Where Filed: N.A. | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet) | | | |
| Name of Debtor: NONE | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | | Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) Date | |
| Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No | | | |
| Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) <input type="checkbox"/> Landlord has a judgment for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable non bankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)). | | | |

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Golden State Investments, LP

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)☐

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.

☐

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

(Date)

Signature of Attorney***X** /s/ Matthew J. Shier

Signature of Attorney for Debtor(s)

MATTHEW J. SHIER 072638

Printed Name of Attorney for Debtor(s)

Pinnacle Law Group LLP

Firm Name

425 California Street, #1800

Address

San Francisco, CA 94104**415-394-5700 mshier@pinnaclelawgroup.com**

Telephone Number

e-mail

February 14, 2008

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Michael A. Clevenger

Signature of Authorized Individual

MICHAEL A. CLEVINGER

Printed Name of Authorized Individual

Managing Member of General Partner

Title of Authorized Individual

February 14, 2008

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, 2) I prepared this document for compensation, and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. § 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

UNITED STATES BANKRUPTCY COURT
Northern District of California

In re Golden State Investments, LP,
 Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

| (1) | (2) | (3) | (4) | (5) |
|---|--|--|---|--|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |

Bowles & Verna, LLP
 2121 N. California
 Blvd., Suite 875
 Walnut Creek, CA
 94596

140,000

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [a member or an authorized agent of the partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date February 14, 2008

Signature /s/ Michael A. Clevenger
MICHAEL A. CLEVINGER,
Managing Member of General Partner

Golden State Investments, LP
4900 Hopyard Road
Suite 202
Pleasanton, CA 94588

Matthew J. Shier
Pinnacle Law Group LLP
425 California Street, #1800
San Francisco, CA 94104

Ashlyn E. Lanes
23290 Martingale Way
Tehachapi, CA 93561

Bowles & Verna, LLP
2121 N. California Blvd., Suite 875
Walnut Creek, CA 94596

Compass Financial Partners, LLC
333 Seventh Avenue, 3rd Floor
New York, NY 10001

Dawn Mahoney
100 Circle E Ranch Drive
San Ramon, CA 94583-4200

Franchise Tax Board State of California
Special Procedures
P.O. Box 2952
Sacramento, CA 95812-2952

Frederic W. Zenklusen & Candee Zenklusen
267 Wayne Avenue
Alamo, CA 94597

Hoge Fenton Jones & Appel Inc.
60 South Market Street, Suite 1400
San Jose, CA 95113

Integrated Financial Associates (IFA)
7785 W. Sahara Avenue, Suite 100
Las Vegas, NV 89117

Internal Revenue Service
Centralized Insolvency Operations
PO Box 21126
Philadelphia PA 19114-0326

Jodee Clayton
225 Cosmo Avenue
Morgan Hill, CA 95037

Kurt Smistik
1820 Hartman Road
Livermore, CA 94550

Michael A. Clevenger
4900 Hopyard Road, Suite 202
Pleasanton, CA 94588

Pegasus-Central Valley Investments, LLC
4900 Hopyard Road, Suite 202
Pleasanton, CA 94588

Scripps Investments & Loans, Inc.
484 Prospect Street
La Jolla, CA 92037

Shirley Zenklusen-Beasom
and Fredrick Zenklusen
23920 Martingale Way
Tehachapi, CA 93561

Siegfried Engineering Inc.
4045 Concord Avenue
Stockton, CA 95204

W.H. Zenklusen
c/o Will-Do-Accounting
25293 Ironwood Ct.
Hayward, CA 94545

Warmington Homes California
2010 Crow Canyon Place, Suite 450
San Ramon, CA 94583

**UNITED STATES BANKRUPTCY COURT
Northern District of California**

In re Golden State Investments, LP ,
Debtor

Case No. _____

Chapter 11

VERIFICATION OF LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached List of Creditors which consists of 2 pages, is true, correct and complete to the best of my knowledge.

Date February 14, 2008

Signature

/s/ Michael A. Clevenger

MICHAEL A. CLEVINGER,
Managing Member of General Partner

UNITED STATES BANKRUPTCY COURT
Northern District of California

In re Golden State Investments, LP,
Debtor

Case No. _____
Chapter 11

List of Equity Security Holders

| Holder of Security | Number Registered | Type of Interest |
|---|-------------------|------------------------------|
| Ashlyn E. Lanes 23290 Martingale Way Tehachapi, CA 93561 | 40,000 | Limited Partnership Interest |
| Dawn Mahoney 100 Circle E Ranch Drive San Ramon, CA 94583-4200 | 50,000 | Limited Partnership Interest |
| Frederic W. Zenklusen & Candee Zenklusen 267 Wayne Avenue Alamo, CA 94597 | 90,000 | Limited Partnership Interest |
| Jodee Clayton 225 Cosmo Avenue Morgan Hill, CA 95037 | 40,000 | Limited Partnership Interest |
| Kurt Smistik 1820 Hartman Road Livermore, CA 94550 | 90,000 | Limited Partnership Interest |
| Michael A. Clevenger 4900 Hopyard Road, Suite 202 Pleasanton, CA 94588 | 490,000 | Limited Partnership Interest |
| Pegasus-Central Valley Investments, LLC 4900 Hopyard Road, Suite 202 Pleasanton, CA 94588 | 10,000 | General Partnership Interest |
| Shirley Zenklusen-Beasom and Fredrick Zenklusen 23920 Martingale Way Tehachapi, CA 93561 | 90,000 | Limited Partnership Interest |
| W.H. Zenklusen c/o Will-Do-Accounting 25293 Ironwood Ct. Hayward, CA 94545 | 100,000 | Limited Partnership Interest |

United States Bankruptcy Court

Northern District of California

In re Golden State Investments, LP

Case No. _____

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ 25,000

Prior to the filing of this statement I have received \$ 25,000

Balance Due \$ 0

2. The source of compensation paid to me was:

☐ Debtor ☒ Other (specify) W. H. Zenklusen, Limited Partner

3. The source of compensation to be paid to me is:

☐ Debtor ☒ Other (specify) W. H. Zenklusen, Limited Partner

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in the bankruptcy proceeding.

February 14, 2008

Date

/s/ Matthew J. Shier

Signature of Attorney

Pinnacle Law Group LLP

Name of law firm